

BY-LAWS
OF
YORKSHIRE HOMEOWNERS ASSOCIATION, INC.
(As amended through January 2013)

ARTICLE I
OFFICES

The principal offices of the Corporation shall be located in the Commonwealth of Virginia. The Corporation may have such other offices, either within or without the commonwealth of Virginia, as the Board of Directors may designate or as the business of the Corporation may from time to time dictate.

ARTICLE II
MEMBERS

1. Annual Meeting. The annual meeting of the members shall be held each year, beginning with the year 1988, on a date to be established by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.
2. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Directors, and shall be called by the President at the request of not less than ten percent (10%) of the total members of the Corporation entitled to vote at the meeting.
3. Place of Meeting. The Directors may designate any place, either within or without the Commonwealth unless otherwise prescribed by statute, as the place of meeting for any annual meeting or for any special meeting called by the Directors. A Waiver of Notice signed by all members entitled to vote at a meeting may designate any place, whether within or without the Commonwealth unless otherwise prescribed by statute, as the place for holding such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation.
4. Notice of Meeting. Written or printed notice stating the place, day and hour of the meeting and, in case of special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the President or the Secretary, or the officer or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the Corporations' membership records, with postage thereon prepaid.
5. Voting Lists. The officer or agent having charge of the corporate membership records shall make, at least ten (10) days before each meeting of members, a complete list of all of the members entitled to

vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each, which list, for a period of ten (10) days prior to such meeting, shall be kept on file at the principal office of the Corporation and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting, and shall be subject to inspection of any member during the whole time of the meeting. The original membership list shall be prima facie evidence as to who are the members entitled to examine such list or to vote at the meeting of the members. The meeting shall, on demand of any member, in person or by proxy, be adjourned until the requirements are complied with.

6. Quorum. At any meeting of members, a majority of the members entitled to vote, represented in person or by proxy, shall constitute a quorum. If less than said number of members are represented at a meeting, a majority of members present may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum as aforesaid shall be present or represented, any business which might have been transacted at the meeting are originally notified may be transacted. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough stockholders to leave less than a quorum.

7. Proxies. At all meetings of the members, a member may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

8. Voting. Each member entitled to vote in accordance with the terms and provision of the Articles of Incorporation and these By-Laws shall be entitled to one (1) vote, in person or by proxy. Upon the demand of any member, the vote for Directors and any question before the meeting shall be by ballot. All elections for Directors and all other questions shall be decided by majority vote, except as otherwise provided by the Articles of Incorporation or the laws of this Commonwealth.

9. Order of Business. The order of business at all meetings of the members shall be as follows:

- a. Roll call.
- b. Proof of notice of meeting or waiver of notice.
- c. Reading of minutes of preceding meeting.
- d. Reports of officers.
- e. Reports of committees.
- f. Election of Directors.
- g. Unfinished business.
- h. New business.

10. Informal Action by Members. Unless otherwise provided by law, any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject mater thereof.

ARTICLE III BOARD OF DIRECTORS

1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors. The Director shall in all cases act as a Board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation, as they may deem proper, not inconsistent with these By-Laws, the Articles of Incorporation and the laws of this State.
2. Number, Tenure and Qualifications. The number of Directors of the Corporation shall be at least three (3), but may be more as determined by the members from time to time. The term of service for members of the Board of Directors and the Architectural Control Committee will be two years. No member is allowed to serve more than two consecutive terms. Members who have served two consecutive terms will be allowed to serve again after sitting out one term. In the initial year that the amendment takes effect, 2004, one-half of the Board and one-half of the Committee will be elected to one year terms. The other half will be elected to two year terms. In subsequent years, one-half of the board and one-half of the Committee will be replaced by members elected to two year terms. Should a member have to leave office before the end of his/her term, the vacancy will be filled by the Board of Directors. (Amended January 2004)
3. Regular Meeting. A regular meeting of the Directors shall be held, without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of the members. The Directors may provide, by resolution, the time and place for the holding of additional regular meetings, without other notice than such resolution.
4. Special Meetings. Special meetings of the Directors may be called at the request of the President or any Director. The person or persons authorized to call special meetings of the Directors may fix the place for holding any special meeting of the Directors called by them.
5. Notice. Notice of any special meeting shall be given at least ten (10) days previously thereto by written notice delivered personally, by telegram or by mail to each Director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
6. Quorum. At any meeting of the Directors, a majority shall constitute a quorum for the transaction of business but if less than said number is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
7. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors.
8. Action Taken Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the Directors.
9. Newly Created Directorships and Vacancies. Newly created directorships resulting from an increase in the number of Directors, and vacancies occurring in the Board for any reason except the

removal of Directors with cause, may be filled by a vote of a majority of the Directors then in office, although less than a quorum exists. Vacancies occurring by reason of the removal of Directors without cause shall be filled by vote of the members. A Director elected to fill a vacancy caused by resignation, death or removal shall be elected to hold office for the unexpired term of his predecessor.

10. Removal of Directors. Any or all of the Directors may be removed for cause by vote of the members or by action of the Board. Directors may be removed without cause only by vote of the members.

11. Resignation. A Director may resign at any time by giving written notice to the Board, the President or the Secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to may it effective.

12. Compensation. No compensation shall be paid to Directors, as such, for their services, but by resolution of the Board a fixed sum and expenses for actual attendance at each regular or special meeting of the Board may be authorized. Nothing herein contained shall be construed to preclude any director from serving the Corporation in any other capacity and receiving compensation therefore.

13. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken, unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the Secretary of the Corporation within two (2) days after the adjournment of the meeting. Such right to dissent shall not apply to a Directory who voted in favor of such action.

14. Executive and Other Committees. The Board, by resolution, may designate among it's members an Executive Committee and other committees, each consisting of three (3) or more Directors. Each such committee shall serve at the pleasure of the Board.

ARTICLE IV OFFICERS

1. Number. The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Directors.

2. Election and Term of Office. The officers of the Corporation shall be elected annually at the first meeting of the Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until his successor shall have been duly elected and qualified, or until his death or until he shall resign or shall have been removed in the manner hereinafter provided.

3. Removal. Any officer or agent elected or appointed by the Directors may be removed by the Directors whenever in their judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Directors for the unexpired portion of the term.

5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Directors, shall supervise and control the technical operation of the Corporation. He may sign any deeds, mortgages, bonds, contracts, or other instruments which the Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Directors or by these By-Laws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and, in general, shall perform all duties incident to the office of President from time to time.

6. Vice President. In the absence of the President, or in the event of his death, inability or refusal to act, the Vice President shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions placed upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Directors.

7. Secretary. The Secretary shall keep the minutes of the members' and of the Directors' meetings in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required; be custodian of the corporate records and keep a register of the post office address of each member and, in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or the Directors. (Revised Jan 2011)

8. Treasurer. If required by the Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these By-Laws and, in general, perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Directors.

9. Salaries. The salaries of the officers shall be fixed from time to time by the Directors and no officer shall be prevented from receiving such salary by reason of the fact that he is also a Director of the Corporation.

10. At no time shall more than one member of the same household have a voting position during the same year.

(AMENDED: January 20, 2013)

ARTICLE V
CONTRACTS, LOANS, CHECKS AND DEPOSITS

1. Contracts. The President or Vice President may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, except as confined by the Directors.
2. Loans. No loans shall be contracted on behalf of the Corporation, and no evidences of indebtedness shall be issued in its name, without the endorsement of either the President or the Vice President, unless expressly authorized by a resolution of the Directors. The Corporation shall have the power to borrow funds on the personal credit of its officers and Directors, if authorized by a resolution of the Directors.
3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the President, Vice President or Treasurer of the Corporation, unless and until specifically changed by resolution of the Directors.
4. Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Directors may select.
5. Distribution of Monies. No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in its Articles of Incorporation.

ARTICLE VI
FISCAL YEAR

The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE VII
WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or Director of the Corporation under the provisions of these By-Laws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or person entitled to such notice, whether before or after the time stated thereon, shall be deemed equivalent to the giving of such notice.

ARTICLE VIII
AMENDMENTS

These By-Laws may be altered, amended or repealed and new By-Laws adopted by a vote of the

members at any meeting of the members when the proposed amendment has been set out in the notice of such meeting.

Dated November 12, 1987

Revised and Approved: January 20, 2013